

**THE
GREENBRIER
COMPANIES**

0 100605073
The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

April 18, 1995

RECORDATION NO. **17906-C** FILED 1422
APR 24 1995 -2 56 PM

RECEIVED
OFFICE OF THE
SECRETARY
APR 24 2 51 PM '95
LICENSING BRANCH

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 2, 1992 with Rider No. 5 dated as of March 2, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of March 2, 1992 which was duly filed and recorded on August 3, 1992 and assigned Recordation Number 17906.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102-5384

A description of the railroad equipment covered by the enclosed document is:

Thirteen (13) 60-foot, 100-ton rehabilitated COFC flatcars equipped with positive locking devices bearing marks and numbers CRLE 4006 - CRLE 4007, inclusive, CRLE 4010, CRLE 4012, CRLE 4014 - CRLE 4016, inclusive, CRLE 4023, CRLE 4027 and CRLE 4030 - CRLE 4033, inclusive.

Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Mr. Vernon A. Williams

April 18, 1995

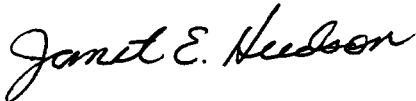
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Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of March 2, 1992 with Rider No. 5 dated as of March 2, 1995 between Greenbrier Leasing Corporation Lessor, and Burlington Northern Railroad Company, Lessee, covering thirteen (13) 60-foot, 100-ton rehabilitated COFC flatcars equipped with positive locking devices bearing marks and numbers CRLE 4006 - CRLE 4007, inclusive, CRLE 4010, CRLE 4012, CRLE 4014 - CRLE 4016, inclusive, CRLE 4023, CRLE 4027 and CRLE 4030 - CRLE 4033, inclusive.

Sincerely,



Janet E. Hudson

Administrative Assistant - Legal

jeh

Enclosure

cc: Robert W. Alvord, Esq.

REGISTRATION NO. 17906-C FILED 1425

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MINNESOTA COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")

MARCH 2, 1992

RIDER NO. 5 DATED AS OF MARCH 2, 1995

Memorandum of a Lease Agreement made and entered into as of March 2, 1992 with Rider No. 5 dated as of March 2, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Burlington Northern Railroad Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirteen (13) 60-foot, 100-ton rehabilitated COFC flatcars equipped with positive locking devices bearing marks and numbers CRLE 4006 - CRLE 4007, inclusive, CRLE 4010, CRLE 4012, CRLE 4014 - CRLE 4016, inclusive, CRLE 4023, CRLE 4027 and CRLE 4030 - CRLE 4033, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb
Title: E.V.P.

BURLINGTON NORTHERN RAILROAD COMPANY

By: Thomas C. Hoff
Title: Equipment Team Leader

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 13th day of April, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Texas

COUNTY OF Tarrant

)
) ss.
)

On this 4th day of April, 1995, before me personally appeared THOMAS C. HOFF, to me personally known, who being by me duly sworn, says that he is the EQUIPMENT TEAM LEADER of BURLINGTON NORTHERN RAILROAD COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Marjorie A. Hestermann
NOTARY PUBLIC

My commission expires:

